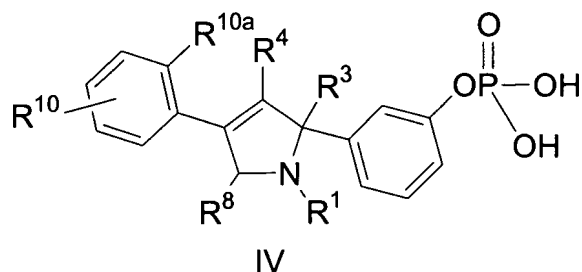


IN THE CLAIMS:

1. – 3. Cancelled.

4. (Currently Amended) A compound of the Formula IV:



or a pharmaceutically acceptable salt or stereoisomer thereof, wherein

a is 0 or 1;

b is 0 or 1;

m is 0, 1, or 2;

r is 0 or 1;

s is 0 or 1;

R<sup>1</sup> is selected from:

- 1) (C=O)C<sub>1</sub>-C<sub>10</sub> alkyl, and
- ~~2) (C=O)aryl,~~
- ~~3) (C=O)C<sub>3</sub>-C<sub>8</sub>-cycloalkyl,~~
- ~~4) (C=O)heterocyclyl,~~
- 5) (C=O)NR<sup>c</sup>R<sup>c'</sup>,
- ~~6) (C=S)NR<sup>e</sup>R<sup>e'</sup>,~~
- ~~7) SO<sub>2</sub>NR<sup>e</sup>R<sup>e'</sup>,~~
- ~~8) SO<sub>2</sub>C<sub>1</sub>-C<sub>10</sub>-alkyl,~~
- ~~9) SO<sub>2</sub>-aryl, and~~
- ~~10) SO<sub>2</sub>-heterocyclyl,~~

said alkyl, ~~aryl, cycloalkyl, and heterocyclyl~~ is optionally substituted with one or more substituents selected from R<sup>10</sup>; or

R<sup>3</sup>, R<sup>4</sup> and R<sup>8</sup> are independently selected from:

- 1) H, and
  - 2) C<sub>1</sub>-C<sub>10</sub> alkyl, and
  - ~~3) C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,~~
- ~~said alkyl is optionally substituted with one or more substituents selected from R<sup>10</sup>;~~

R<sup>10</sup> are independently selected from:

- 1) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- ~~2) (C=O)<sub>a</sub>O<sub>b</sub>aryl,~~
- ~~3) C<sub>2</sub>-C<sub>10</sub> alkenyl,~~
- ~~4) C<sub>2</sub>-C<sub>10</sub> alkynyl,~~
- ~~5) (C=O)<sub>a</sub>O<sub>b</sub> heterocyclyl,~~
- 6) CO<sub>2</sub>H,
- 7) halo,
- ~~8) CN,~~
- 9) OH,
- ~~10) O<sub>b</sub>C<sub>1</sub>-C<sub>6</sub> perfluoroalkyl,~~
- 11) O<sub>a</sub>(C=O)<sub>b</sub>NR<sup>12</sup>R<sup>13</sup>,
- ~~12) S(O)<sub>m</sub>R<sup>a</sup>,~~
- ~~13) S(O)<sub>2</sub>NR<sup>12</sup>R<sup>13</sup>,~~
- ~~14) oxo,~~
- ~~15) CHO,~~
- ~~16) (N=O)R<sup>12</sup>R<sup>13</sup>,~~
- 17) (C=O)<sub>a</sub>O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl, and
- 18) -OPO(OH)<sub>2</sub>;

~~said alkyl, aryl, alkenyl, alkynyl, heterocyclyl, and cycloalkyl optionally substituted with one, two or three substituents selected from R<sup>11</sup>;~~

R<sup>10a</sup> is halogen;

R<sup>11</sup> is selected from:

- ~~1) (C=O)<sub>f</sub>O<sub>s</sub>(C<sub>1</sub>-C<sub>10</sub>)alkyl,~~
- ~~2) O<sub>f</sub>(C<sub>1</sub>-C<sub>3</sub>)perfluoroalkyl,~~
- ~~3) oxo,~~
- ~~4) OH,~~

- 5) halo,
- 6) CN,
- 7) (C<sub>2</sub>-C<sub>10</sub>)alkenyl,
- 8) (C<sub>2</sub>-C<sub>10</sub>)alkynyl,
- 9) (C=O)<sub>f</sub>O<sub>s</sub>(C<sub>3</sub>-C<sub>6</sub>)cycloalkyl,
- 10) (C=O)<sub>f</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-aryl,
- 11) (C=O)<sub>f</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-heterocyclyl,
- 12) (C=O)<sub>f</sub>O<sub>s</sub>(C<sub>0</sub>-C<sub>6</sub>)alkylene-N(R<sup>b</sup>)<sub>2</sub>,
- 13) C(O)R<sup>a</sup>,
- 14) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>R<sup>a</sup>,
- 15) C(O)H,
- 16) (C<sub>0</sub>-C<sub>6</sub>)alkylene-CO<sub>2</sub>H,
- 17) C(O)N(R<sup>b</sup>)<sub>2</sub>,
- 18) S(O)<sub>m</sub>R<sup>a</sup>,
- 19) S(O)<sub>2</sub>N(R<sup>b</sup>)<sub>2</sub>, and
- 20) OPO(OH)<sub>2</sub>;

said alkyl, alkenyl, alkynyl, cycloalkyl, aryl, and heterocyclyl is optionally substituted with up to three substituents selected from R<sup>b</sup>, OH, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, halogen, CO<sub>2</sub>H, CN, O(C=O)C<sub>1</sub>-C<sub>6</sub> alkyl, oxo, and N(R<sup>b</sup>)<sub>2</sub>;

R<sup>12</sup> and R<sup>13</sup> are independently selected from:

- 1) H, and
- 2) (C=O)O<sub>b</sub>C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) (C=O)O<sub>b</sub>C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 4) (C=O)O<sub>b</sub>aryl,
- 5) (C=O)O<sub>b</sub>heterocyclyl,
- 6) C<sub>1</sub>-C<sub>10</sub> alkyl,
- 7) aryl,
- 8) C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 9) C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 10) heterocyclyl,
- 11) C<sub>3</sub>-C<sub>8</sub> cycloalkyl,
- 12) SO<sub>2</sub>R<sup>a</sup>, and
- 13) (C=O)NR<sup>b</sup><sub>2</sub>;

~~said alkyl, cycloalkyl, aryl, heterocyclyl, alkenyl, and alkynyl is optionally substituted with one, two or three substituents selected from R<sup>11</sup>, or~~

~~R<sup>12</sup> and R<sup>13</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>;~~

R<sup>a</sup> is independently selected from: (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, aryl, and heterocyclyl;

R<sup>b</sup> is independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, aryl, heterocyclyl, (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl, (C=O)OC<sub>1</sub>-C<sub>6</sub> alkyl, (C=O)C<sub>1</sub>-C<sub>6</sub> alkyl or S(O)<sub>2</sub>R<sup>a</sup>; and

R<sup>c</sup> and R<sup>c'</sup> are independently selected from: H, (C<sub>1</sub>-C<sub>6</sub>)alkyl, ~~aryl~~, heterocyclyl and (C<sub>3</sub>-C<sub>6</sub>)cycloalkyl ~~or~~

~~R<sup>e</sup> and R<sup>e'</sup> can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 5-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S, said monocyclic or bicyclic heterocycle optionally substituted with one, two or three substituents selected from R<sup>11</sup>.~~

5. (Original) A compound selected from:

3-[(2S)-4-(2,5-difluorophenyl)-1-[(dimethylamino)carbonyl]-2,5-dihydro-1H-pyrrol-2-yl]phenyl dihydrogen phosphate;

3-[(2S)-1-[(2S)-2-cyclopropyl-2-hydroxyethanoyl]-4-(2,5-difluorophenyl)-2,5-dihydro-1H-pyrrol-2-yl]phenyl dihydrogen phosphate;

3-((2S)-4-(2,5-difluorophenyl)-1-{[methyl(tetrahydrofuran-3-yl)amino]carbonyl}-2,5-dihydro-1H-pyrrol-2-yl)phenyl dihydrogen phosphate;

3-((2S)-4-(2,5-difluorophenyl)-1-[(2S)-2-hydroxy-3,3-dimethylbutanoyl]-2,5-dihydro-1H-pyrrol-2-yl)phenyl dihydrogen phosphate;

2-(phosphonooxy)ethyl (1S)-1-{[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]carbonyl}-2,2-dimethylpropylcarbamate; and

(1S)-1-cyclopropyl-2-[(2S)-4-(2,5-difluorophenyl)-2-phenyl-2,5-dihydro-1H-pyrrol-1-yl]-2-oxoethyl dihydrogen phosphate;

or a pharmaceutically acceptable salt or stereoisomer thereof.

6. (Currently Amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim ~~1~~ 4 and a pharmaceutically acceptable carrier.

7. (Original) The composition of Claim 6 further comprising a second compound selected from: 1) an estrogen receptor modulator, 2) an androgen receptor modulator, 3) a retinoid receptor modulator, 4) a cytotoxic/cytostatic agent, 5) an antiproliferative agent, 6) a prenyl-protein transferase inhibitor, 7) an HMG-CoA reductase inhibitor, 8) an HIV protease inhibitor, 9) a reverse transcriptase inhibitor, 10) an angiogenesis inhibitor, 11) a PPAR- $\gamma$  agonist, 12) a PPAR- $\delta$  agonists; 13) an inhibitor of cell proliferation and survival signaling, and 14) an agent that interferes with a cell cycle checkpoint.

8. -11. Previously cancelled